IN THE HIGH COURT OF GUJARAT AT AHMEDABAD

SPECIAL CIVIL APPLICATION No 13099 of 2000

For Approval and Signature:

Hon'ble MR.JUSTICE JAYANT PATEL

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1. Whether Reporters of Local Papers may be allowed to see the judgements? : YES

2. To be referred to the Reporter or not? : YES

3. Whether Their Lordships wish to see the fair copy of the judgement? : NO

4. Whether this case involves a substantial question of law as to the interpretation of the Constitution of India, 1950 of any Order made thereunder? : NO

5. Whether it is to be circulated to the Civil Judge? : NO

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M/S PINO BISAZZA GLASS PVT. LTD.

Versus

M/S BISAZZA INDIA LTD.

Appearance:

1. Special Civil Application No. 13099 of 2000

MR ASHOK L SHAH for Petitioner No. 1

MR PARESH M DAVE for Respondent No. 1

MS PJ DAVAWALA for Respondent No. 2

CORAM : MR.JUSTICE JAYANT PATEL

Date of decision: 01/04/2002

ORAL JUDGEMENT

Rule. Mr.P.M.Dave for respondent No.1, Ms.Davawala for respondent No.2 waive service of rule. With the consent of learned advocates for the parties

matter is taken up for final hearing.

2. The present petition is filed by the petitioner against the order dated 26.9.2000 passed by the Regional Director, Western Region, Ministry of Law, Justice & Company Affairs, Bombay, Govt.of India, the respondent No.2 herein.

3. Heard Mr.A.L.Shah for the petitioner, Mr.P.M.Dave for the respondent No.2 and Ms.Davawala for respondent No.2.

4. Mr.Shah for the petitioner submits that the powers under section 22 of the Companies Act, 1956 (hereinafter referred to as "the Act") are in the nature of quasi judicial powers and therefore it is obligatory on the part of the respondent No.2 to record the reasons for passing the final order. Mr.Dave for the respondent No.2 submits that the order speaks for itself and, in his submission, it is true that upon the representation made by the respondent No.1 the order has been passed. Ms.Davawala for respondent No.2 has supported the order.

5. Considering the facts and circumstances of the case, it is apparent that upto the last paragraph of the operative portion, the respondent No.2 has only recorded the submissions of the rival sides and no reasons, whatsoever, are recorded saying as to how and in what manner he is accepting the submissions of either party for passing the order under section 22(1)(b) of the Act. In the matter of exercise of powers under section 22 of the Act, I am of the view that since final order passed under section 22 of the Act results into civil consequences, the order must be passed by observing the principles of natural justice, but in the present case the order is only a non-speaking order. Further more, when the Registrar had granted registration and when the question is of change or giving direction to the company to change the name it can also be said that the direction to the company under section 22 of the Act is in the nature of quasi judicial power, and therefore, the authority taking decision must record the reasons so that all concerned can come to know that on what ground the order is passed. In the instant case, since no reasons, whatsoever, have been recorded it can be assailed by the petitioner on the ground that the order is without proper application of mind.

6. In the result, the order dated 26.9.2000 is quashed and set aside only on the ground that the same does not record reasons for passing final order with

further clarification that it will be open to the respondent No.1 to move the respondent No.2 for reconsidering the matter afresh after giving opportunity of hearing to the petitioner and it will also be open for the respondent No.2 to record reasons for passing the order and then pass final order under section 22 of the Act.

7. Rule is made absolute to the aforesaid extent with no order as to costs.

1.4.2002 (JAYANT PATEL,J)